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T.R.A. DOCKET ROOM



October 22, 2004

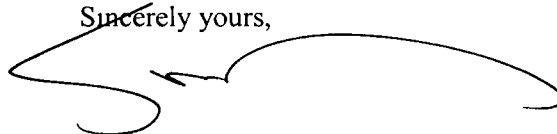
VIA HAND DELIVERYHon. Pat Miller
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505Re: *Approval of the Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and Tennessee Phone Service, Inc. Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*Docket No. **0400373**

Dear Chairman Miller:

Pursuant to Section 252(e) of the Telecommunications Act of 1996, Tennessee Phone Service, Inc. and BellSouth Telecommunications, Inc. are hereby submitting to the Tennessee Regulatory Authority the original and fourteen copies of the attached Petition for Approval of the Amendment to the Resale Agreement. The Amendment replaces the Pick and Choose language in Section 13 of the General Terms and Conditions of the Agreement.

Thank you for your attention to this matter.

Sincerely yours,



Guy M. Hicks

GMH/dt

Enclosure

cc: Michael Sullivan, Tennessee Phone Service, Inc.

BEFORE THE TENNESSEE REGULATORY AUTHORITY
Nashville, Tennessee

In re: *Approval of Amendment to the Resale Agreement Negotiated by BellSouth Telecommunications, Inc. and Tennessee Phone Service, Inc Pursuant to Sections 251 and 252 of the Telecommunications Act of 1996*

Docket No. _____

PETITION FOR APPROVAL OF AMENDMENT TO
THE RESALE AGREEMENT NEGOTIATED BETWEEN
BELLSOUTH TELECOMMUNICATIONS, INC.
AND TENNESSEE PHONE SERVICE, INC.
PURSUANT TO THE
TELECOMMUNICATIONS ACT OF 1996

COME NOW, Tennessee Phone Service, Inc ("Tennessee Phone") and BellSouth Telecommunications, Inc., ("BellSouth"), and file this request for approval of the Amendment to the Resale Agreement dated May 7, 2003 (the "Amendment") negotiated between the two companies pursuant to Sections 251 and 252 of the Telecommunications Act of 1996, (the "Act"). In support of their request, Tennessee Phone and BellSouth state the following:

1. Tennessee Phone and BellSouth have successfully negotiated an agreement providing for the resale of BellSouth's telecommunications services to Tennessee Phone. The Resale Agreement was approved by the Tennessee Regulatory Authority ("TRA") on August 4, 2003.

2. The parties have recently negotiated an amendment to the Resale Agreement modifies the Pick and Choose language in Section 13. of the General Terms and Conditions of the Agreement. A copy of the Amendment is attached hereto and incorporated herein by reference.

3. Pursuant to Section 252(e) of the Telecommunications Act of 1996, Tennessee Phone and BellSouth are submitting their Amendment to the TRA for its consideration and approval.

4. In accordance with Section 252(e) of the Act, the TRA is charged with approving or rejecting the negotiated Amendment between Tennessee Phone and BellSouth within 90 days of its submission. The Act provides that the TRA may only reject such an agreement if it finds that the agreement or any portion of the agreement discriminates against a telecommunications carrier not a party to the agreement or the implementation of the agreement or any portion of the agreement is not consistent with the public interest, convenience and necessity.

5. Tennessee Phone and BellSouth aver that the Amendment is consistent with the standards for approval.

6. Pursuant to 47 USC Section 252(i) and 47 C.F.R. Section 51.809, BellSouth shall make available the entire Agreement approved pursuant to 47 USC Section 252.

Tennessee Phone and BellSouth respectfully request that the TRA approve the Amendment negotiated between the parties.

This 22 day of October, 2004.

Respectfully submitted,

BELLSOUTH TELECOMMUNICATIONS, INC.




By: _____

Guy M. Hicks
333 Commerce Street, Suite 2101
Nashville, Tennessee 37201-3300
(615) 214-6301
Attorney for BellSouth

CERTIFICATE OF SERVICE

I, Guy M. Hicks, hereby certify that I have served a copy of the foregoing Petition for Approval of the Amendment to the Resale Agreement on the following via United States Mail on the 22 day of Oct, 2004:

Michaele Sullivan
4918 Charlotte Pike
Nashville, TN 37209



Guy M. Hicks

**Amendment
To The
Resale Agreement Between
BellSouth Telecommunications, Inc.
TENNESSEE PHONE SERVICE, INC.
Dated May 7, 2003**

Pursuant to this Amendment, (the "Amendment"), TENNESSEE PHONE SERVICE, INC ("TENNESSEE PHONE"), and BellSouth Telecommunications, Inc ("BellSouth"), hereinafter referred to collectively as the "Parties," hereby agree to amend that certain Resale Agreement between the Parties dated May 7, 2003 ("Agreement") to be effective 30 (thirty) days after the date of the last signature executing the Amendment ("Effective Date").

WHEREAS, BellSouth and TENNESSEE PHONE entered into the Agreement on May 7, 2003, and;

WHEREAS, BellSouth and TENNESSEE PHONE are amending the Adoption of Agreements provision of the Agreement pursuant to the FCC's Second Report and Order, WC Docket No 01-338, issued on July 13, 2004,

NOW THEREFORE, in consideration of the mutual promises and covenants contained herein and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties hereby covenant and agree as follows

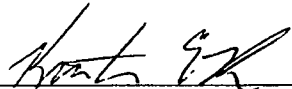
1. The Parties agree to delete Section 13 of the General Terms and Conditions and replace it with the following:

13 Pursuant to 47 USC § 252(i) and 47 C F R. § 51.809, BellSouth shall make available to TENNESSEE PHONE any entire resale agreement filed and approved pursuant to 47 USC § 252. The adopted agreement shall apply to the same states as the agreement that was adopted, and the term of the adopted agreement shall expire on the same date as set forth in the agreement that was adopted

2. All of the other provisions of the Resale Agreement, dated May 7, 2003, shall remain in full force and effect
3. Either or both of the Parties is authorized to submit this Amendment to each Public Service Commission for approval subject to Section 252(e) of the Federal Telecommunications Act of 1996.

IN WITNESS WHEREOF, the Parties have executed this Amendment the day and year written below

BellSouth Telecommunications, Inc.

By. 

Name: Kristen Rowe

Title: Director

Date. 9/21/04

TENNESSEE PHONE SERVICE, INC.

By 

Name: Michael Sullivan

Title: President

Date: 9-17-04